

GATX

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606-3998
312-621-6200
FAX 312-621-6646

LAW DEPARTMENT

October 20, 1992

Secretary of the Interstate
Commerce Commission
Washington, DC 20006

RE: Bill of Sale
BASX 48328-48337, Inclusive

17984

OCT 28 1992 8:45 AM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Enclosed herewith is an original and two copies of a Bill of Sale dated as of October 15, 1992, together with our check for \$16.00 to cover the filing and recordation fees.

The names and addresses of the parties referred to in said bill of sale are:

Security Pacific Equipment Leasing, Inc.
Four Embarcadero Center
San Francisco, CA 94111

General American Transportation Corporation
120 South Riverside Plaza
Chicago, IL 60606

If you have any questions, feel free to call me at (312) 621-4578.

Very truly yours,


John Levin

OCT 20 8 40 AM '92
FBI - CHICAGO

Claremont
May 10 1994

Interstate Commerce Commission
Washington, D.C. 20423

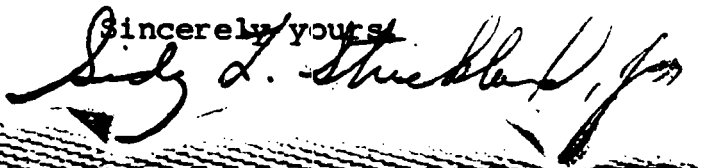
10/28/92

OFFICE OF THE SECRETARY

John Levin
GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606-3998

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/28/92 at 8:45am , and assigned re-recording number(s). 17984

Sincerely yours,

Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

OCT 28 1992 - 8 45 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

FOR VALUE RECEIVED, the undersigned ("Seller") hereby sells to General American Transportation Corporation ("Buyer") the railroad cars ("Units") described below. THE UNITS ARE SOLD "AS IS" AND WHEREVER NOW LOCATED AND SELLER HAS NOT MADE, AND DOES NOT HEREBY MAKE, ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE TITLE, MERCHANTABILITY, CONDITION, QUALITY, DESCRIPTION, DURABILITY, OR SUITABILITY OF SUCH UNITS IN ANY RESPECT OR IN CONNECTION WITH OR FOR THE PURPOSES AND USES OF BUYER, except that such Units are free and clear of all claims, liens, security interests and other encumbrances by or in favor of any person other than such claims arising by, through or under Buyer or its affiliates.

DESCRIPTION:

<u>Car Marks</u>	<u>Number of Cars</u>	<u>Capacity</u>	<u>Car Type</u>	<u>Year Built</u>
BASX48328- 48337 inclusive	10	4566 cubic foot	C413	1981

Dated: October 15, 1992

Security Pacific Equipment
Leasing, Inc.

By: _____

[Signature]
Jack Cooper
Assistant Vice President

State of California
County of San Francisco

On this 15th day of October, 1992 before me personally appeared, Jack Cooper, to me personally known, who being by me dully sworn, says that he is the Assistant Vice President of Security Pacific Equipment Leasing, Inc. that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he a acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of notary public
My Commission expires 9-15-96

[Signature]

